

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575

**VIA FEDERAL EXPRESS**



September 9, 1998

RECORDATION NO. 21640 FILED

SEP 11 '98

11-46 AM

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001

**Re: Memorandum of Lease Agreement**

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 11, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Archer Daniels Midland  
4666 Faries Parkway  
Decatur, IL 62525

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return two (2) stamped originals of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Grokulskey".

Susan Grokulskey  
Manager – Documents Administration

Enclosures

(BENQ020)

ASSGN. NO.: BENQ020

RECORDATION NO. 21640 FILED

EXHIBIT A  
to  
RIDER NO. 8

SEP 11 '98 11:46 AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11<sup>th</sup> day of August, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Archer Daniels Midland ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1998 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

By: [Signature]  
Name: R. A. Dombrowski  
Title: MANAGER - DOCUMENTATION

Executed on this 11<sup>th</sup> day of August, 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Susan Grokulsky, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11<sup>th</sup> day of August, 1998.

Susan Grokulsky  
Notary Public

My Commission Expires:

8/14/2000  
(Notary Public)



LESSEE:

ARCHER DANIELS MIDLAND

ATTEST:

By: Betty Kelley  
Name: Betty Kelley  
Title: Secretary

By: Randy Neumayer  
Name: \_\_\_\_\_  
Title: Vice President-Rail Transportation

Executed on this 5<sup>th</sup> day of Aug., 1998.

[CORPORATE SEAL]

STATE OF Illinois  
COUNTY OF Macon

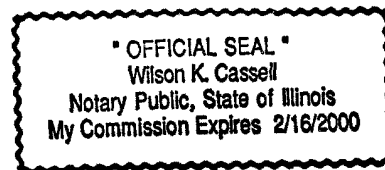
I, Wilson K. Cassell, a Notary Public of the County and State aforesaid, certify that Randy Neumayer personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

1998 WITNESS my hand and official stamp or seal, this 5<sup>th</sup> day of August.

Wilson K. Cassell  
Notary Public

My Commission Expires:

2/16/2000  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:**                      **Forty-three (43)**

**DESCRIPTION OF CARS:**            **4750 cu. ft. Covered Hopper Cars**

**CAR NUMBERS:**                      **See below**

Car initial (29)	Car number (29)
FURX	830126
UMP	046109
UMP	046123
UMP	046176
UMP	046245
UMP	046246
UMP	046273
UMP	046281
UMP	046288
UMP	046786
UMP	050700
UMP	050742
UMP	050842
UMP	050862
UMP	050902
UMP	050919
UMP	050922
UMP	050931
UMP	050977
UMP	054607
UMP	054622
UMP	054624

UMP	054670
UMP	054684
UMP	055105
UMP	055316
UMP	055359
UMP	055390
UMP	055397
UMP	056188
UMP	056191
UMP	056198
UMP	056221
UMP	056228
UMP	056232
UMP	057338
UMP	057347
UMP	057366
UMP	475010
UMP	475167
UMP	475235
UMP	800025
UMP	801255
<b>Count:</b>	<b>43</b>